



**Notice – Extraordinary General Meeting
7 February 2018**

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **IndoStar Capital Finance Limited** will be held on Wednesday, 7 February 2018 at 11:00 a.m. at shorter notice at the Registered Office of the Company at One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013, to transact the following businesses:

1. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO CLAUSE V(A) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to (i) the provisions of Section 13, Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) the provisions of the Memorandum of Association and the Articles of Association of the Company; and (iii) such other acts, laws, rules, regulations and guidelines applicable from time to time, consent of the Shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from INR 90,00,00,000/- (Rupees Ninety Crore Only) divided into 9,00,00,000 (Nine Crore) equity shares of INR 10/- (Rupees Ten Only) each to INR 110,00,00,000/- (Rupees One Hundred and Ten Crore Only) divided into 11,00,00,000 (Eleven Crore) equity shares of INR 10/- (Rupees Ten Only) each and consequently the existing Clause V(a) of the Memorandum of Association of the Company relating to the share capital be altered by deleting the same and substituting in its place and stead, the following new ‘Clause V (a)’:

V(a) “The Authorised Share Capital of the Company is INR 110,00,00,000/- (Rupees One Hundred and Ten Crore Only) divided into 11,00,00,000 (Eleven Crore) equity shares of INR 10/- (Rupees Ten Only) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for time being, with the power to increase and/or decrease the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act; or provided by the Articles of Association of the Company for the time being.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions,

difficulties or doubts that may arise in this regard at any stage without requiring by the Board of Directors to secure any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force), the existing Articles of Association of the Company be altered by adoption of the draft of the Articles of Association, as placed before this meeting and initialed by the Chairman of the Meeting for identification, be and are hereby approved and adopted as the Articles of Association of the Company with immediate effect;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring by the Board of Directors to secure any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. APPOINTMENT OF MR. DINESH KUMAR MEHROTRA (DIN:00142711) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the (i) provisions of Section 149, Section 152 and any other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Schedule IV to the Companies Act, 2013 (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“**LODR Regulations**”); (iv) Policy on Selection Criteria / “Fit & Proper” Person Criteria of the Company; (v) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (“**RBI Directions**”); and (vi) other applicable laws, acts, rules, regulations and guidelines, Mr. Dinesh Kumar Mehrotra (DIN: 00142711), who was appointed as an Additional Director of the Company and in respect of

whom the Company has, as required under Section 160 of the Act, received a Notice in writing along with the requisite amount from a Member proposing his candidature and who has submitted a declaration that he meets the criteria of independence as specified in the Act and LODR Regulations, be and is hereby appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from 5 February 2018 to 4 February 2023;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring by the Board of Directors to secure any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. APPOINTMENT OF MR. HEMANT KAUL (DIN: 00551588) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the (i) provisions of Section 149, Section 152 and any other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Schedule IV to the Companies Act, 2013 (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“**LODR Regulations**”); (iv) Policy on Selection Criteria / “Fit & Proper” Person Criteria of the Company; (v) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (“**RBI Directions**”); and (vi) other applicable laws, acts, rules, regulations and guidelines, Mr. Hemant Kaul (DIN: 00551588), who was appointed as an Additional Director of the Company and in respect of whom the Company has, as required under Section 160 of the Act, received a Notice in writing along with the requisite amount from a Member proposing his candidature and who has submitted a declaration that he meets the criteria of independence as specified in the Act and LODR Regulations, be and is hereby appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from 5 February 2018 to 4 February 2023;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring by the

Board of Directors to secure any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. APPOINTMENT OF MS. NAINA KRISHNA MURTHY (DIN: 01216114) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the (i) provisions of Section 149, Section 152 and any other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Schedule IV to the Companies Act, 2013 (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2009 (as amended) (**“LODR Regulations”**); (iv) Policy on Selection Criteria / “Fit & Proper” Person Criteria of the Company; (v) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (**“RBI Directions”**); and (vi) and other applicable laws, acts, rules, regulations and guidelines, Ms. Naina Krishna Murthy (DIN: 01216114), who was appointed as an Additional Director of the Company and in respect of whom the Company has, as required under Section 160 of the Act, received a Notice in writing along with the requisite amount from a Member proposing her candidature and who has submitted a declaration that she meets the criteria of independence as specified in the Act and LODR Regulations, be and is hereby appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a term of five years commencing from 5 February 2018 to 4 February 2023;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board including IPO Committee, for the time being exercising the powers conferred by the Board including powers conferred by this resolution) be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. INITIAL PUBLIC OFFERING OF THE EQUITY SHARES OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Companies Act, 1956, to the extent in force, (**“Act”**); provisions of the Memorandum of Association and the Articles of Association of the Company; the Securities Contracts (Regulation) Act, 1956, as amended, (**“SCRA”**) and the Rules and Regulations framed thereunder including the Securities Contracts (Regulation) Rules, 1957, as amended, (**“SCRR”**); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (**“ICDR Regulations”**); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“LODR Regulations”**); the Foreign Exchange Management Act, 1999, as amended, (**“FEMA”**); the Foreign Direct Investment Policy read with the circular, rules, regulations, notifications and guidelines issued under FEMA; such other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) (collectively **“Applicable Laws”**) prescribed by the Government of India, the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), the Department of Industrial Policy and Promotion, Government of India (**“DIPP”**), the Registrar of Companies, Maharashtra, situated at Mumbai (**“RoC”**) or any other statutory / competent authorities, from time to time, (collectively **“Regulatory Authorities”**) and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Company of face value of INR 10/- (Rupees Ten) each (the **“Equity Shares”**) are proposed to be listed (**“Stock Exchanges”**) and subject to the approval of relevant Regulatory Authorities, the Stock Exchanges and such other approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall deemed to include any Committee of the Board including an IPO Committee of the Board, for the time being exercising the powers conferred by the Board including powers conferred by this resolution) to offer, issue and allot, for cash, such number of Equity Shares of face value of INR 10/- (Rupees Ten) each, up to an aggregate value of INR 7,000 million (Rupees Seven Thousand million), pursuant to a fresh issue (the **“Fresh Issue”**) out of the Authorised Share Capital of the Company together with an offer for sale by Indostar Capital, Promoter (**“the Promoter Selling Shareholder”**) and certain other existing shareholders of the Company, of up to 20 million (Twenty million) Equity Shares held by them which are eligible for offer for sale in accordance with the ICDR Regulations (the **“Offer for Sale”** and the Offer for Sale together with the Fresh Issue, the **“Offer”** or the **“IPO”**), at such price as may be determined

through the book building process under the ICDR Regulations, at par or at premium and as agreed to by the Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Managers to the IPO (“**BRLMs**”) and / or underwriters and / or stabilizing agents and / or other advisors and on such terms and conditions as the Board may in its absolute discretion decide in consultation with the BRLMs, to such persons, who may or may not be the Shareholders of the Company, including but not limited to (i) eligible foreign investors, such as registered foreign portfolio investors, foreign venture capital investors, non-resident Indians, (ii) mutual funds, alternative investment funds, public financial institutions, scheduled commercial banks, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, national investment fund, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, systemically important non-banking financial companies, (iii) trusts/societies registered under the Societies Registration Act, 1860, (iv) employees of the Company (v) bodies corporate, banks, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and (vi) such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors, as may be permitted under the Act, ICDR Regulations and Applicable Laws, provided that additional Equity Shares to the extent of up to 10% of the Offer to the public or such other extent as may be permitted by the ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off to the nearest integer while finalising the basis of allotment including the issue and allotment/ transfer of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the ICDR Regulations, as the Board may at its absolute discretion decide in consultation with the BRLMs and as may be permissible under the Act, ICDR Regulations and Applicable Laws;

RESOLVED FURTHER THAT the Equity Shares so allotted/transferred in the IPO shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and rank *pari passu* in all respects with the existing Equity Shares of the Company, provided that the investors who are allotted or transferred Equity Shares pursuant to the IPO shall be entitled to participate in dividends, if any, declared by the Company after the allotment and transfer of Equity Shares pursuant to the IPO, in compliance with the Applicable Laws;

RESOLVED FURTHER THAT subject to the ICDR Regulations and the Applicable Laws, the Equity Shares allotted/transferred pursuant to the IPO shall be listed at one or more recognised stock exchanges in India;

RESOLVED FURTHER THAT subject to the provisions of the Act, ICDR Regulations and Applicable Laws, such of the Equity Shares to be issued through IPO, as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering

or placing them with Banks / Financial Institutions / Investment Institutions / Mutual Funds / Foreign Institutional Investors / Bodies Corporate/such other persons or otherwise;

RESOLVED FURTHER THAT for the purpose of giving effect to the IPO and allotment / transfer of equity shares under the IPO, the Board be and is hereby authorised to (i) do or cause to be done all such acts, deeds, matters and things as may be necessary, appropriate and advisable in their absolute discretion in order to carry out the purposes and intent of the foregoing resolutions for the IPO including but not limited to determination of the timing, terms of the IPO, issue price, premium amount on issue, listing on one or more stock exchanges in India or abroad, payment of any fees and commission and incurring of any expenses in relation to the IPO and any such acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be; (ii) execute and arrange for the delivery of such deeds, documents, writings, papers and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable and any such documents so executed and delivered shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company; (iii) to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regards to the IPO and matters incidental to the IPO including with respect to allotment / transfer of Equity Shares and utilization of the issue proceeds; (iv) to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the IPO; (v) to vary the size of the issue as required by SEBI, BRLMs or other authorities or agencies concerned or as the Board as it may, in its absolute discretion, deem fit and proper in the best interest of the Company; (vi) to delegate / authorise any director(s) / officer(s) of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the IPO and allotment/transfer of the Equity Shares under IPO; and (vii) to give or authorise any concerned person to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to exercise all or any of the powers conferred on the Board vide this resolution, in such manner as the Board may deem fit and in the best interests of the Company, without being required to seek any further consent or approval of the Shareholders of the Company or otherwise to such end and intent, that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and that may be exercised by the Board or such committee;



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be required to give full effect to the aforesaid resolution and to settle any questions / doubts / clarifications in regards to this Resolution.”

Registered & Corporate Office:

One Indiabulls Center, 20th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013
CIN: U65100MH2009PLC268160
Website: www.indostarcapital.com
e-mail: icf.legal@indostarcapital.com
Tel: +91 22 43157000; Fax: +91 22 43157010

Place: Mumbai

Date: 5 February 2018

By the Order of the Board of Directors
For **IndoStar Capital Finance Limited**

Jitendra Bhati
VP – Compliance & Secretarial
Membership No.: FCS 8937

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses as set out in the Notice of Extraordinary General Meeting (“**Notice**”) is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The form of proxy to be valid should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the Meeting.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Members are requested to register the changes, from time to time, in their email-address with the Company to enable the Company to service various notice(s), reports, documents, etc. in the electronic mode.
5. Corporate Members intending to send their authorised representative(s) to attend the Extraordinary General Meeting are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the Extraordinary General Meeting pursuant to the provisions of Section 113 of the Companies Act, 2013.
6. All relevant documents referred to in the Notice and the Explanatory Statement will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.
7. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Attendance Slip duly filled in.
8. Notice along with the Attendance Slip and Proxy Form is being sent by electronic mail to all the Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same.
9. Notice will also be available on the website of the Company www.indostarcapital.com.

ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
("THE ACT")**

Item No. 1

Members are requested to note that presently, the Authorised Share Capital of the Company is INR 90,00,00,000/- (Rupees Ninety Crore Only) divided into 9,00,00,000 (Nine Crore) equity shares of INR 10/- (Rupees Ten Only) each, of which the Issued, Subscribed and Paid-up Share Capital of the Company is INR 78,67,92,590/-.

Members are requested to note that to enable the Company to issue Equity Shares pursuant to the exercise of all the stock options granted / proposed to be granted under all the ESOP Plans adopted by the Company, to facilitate the issue and allotment of Equity Shares through proposed initial public offering and any further issue of Equity Shares in future, it is proposed to increase the Authorised Share Capital of the Company from INR 90,00,00,000/- (Rupees Ninety Crore Only) divided into 9,00,00,000 (Nine Crore) equity shares of INR 10/- (Rupees Ten Only) each to INR 110,00,00,000/- (Rupees One Hundred and Ten Crore Only) divided into 11,00,00,000 (Eleven Crore) equity shares of INR 10/- (Rupees Ten Only) each, by addition of 2,00,00,000 (Two Crore) Equity shares of Rs.10/- each.

Members are further requested to note that the aforesaid proposed increase in the Authorised Share Capital of the Company will also require alteration of Clause V(a) of the Memorandum of Association of the Company.

Members are requested to note that it is proposed to seek the approval of the Members of the Company (i) in terms of Section 61 of the Companies Act, 2013, for increase in the Authorised Share Capital of the Company from INR 90,00,00,000/- to INR 110,00,00,000/-; and (ii) in terms of Section 13 of the Companies Act, 2013, for consequent alteration of Clause V(a) of the Memorandum of Association of the Company.

Members are requested to note that the draft of the altered Memorandum of Association of the Company shall be open for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.

The Board recommends the resolution set out at Item No. 1 of the Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

Item No. 2

Members are requested to note that the present Articles of Association have been adopted considering the fact that the Equity Shares of the Company are not listed and certain provisions of the applicable laws, acts, rules and regulations including the Securities and Exchange Board of India Act, 1992, and the regulations/guidelines made thereunder, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and other similar legislations were not applicable to the Company.

Members are requested to note that considering the proposed initial public offering of the Equity Shares of the Company, listing and trading of the Equity Shares of the Company on the stock exchange(s) and in order to be compliant with the applicable securities laws such as the Securities and Exchange Board of India Act, 1992 and the regulations/guidelines made there under, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and such other similar legislations, it is proposed to amend the existing Articles of Association by adopting a new set of Articles of Association.

Members are requested to note that the draft of the proposed new set of Articles of Association shall be open for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.

Members are requested to note that in terms of Section 14 of the Companies Act, 2013 read with the Rules framed thereunder, any alteration in the Articles of Association requires the approval of the Members of the Company by way of Special Resolution.

Members are requested to note that Board of Directors of the Company at their meeting held on 5 February 2018 approved adoption of new set of Articles of Association, subject to the approval and adoption by the Members of the Company.

The Board recommends the resolution set out at Item No. 2 of the Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

Item No. 3, Item No. 4 & Item No. 5

Members are requested to note that the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee (“NRC”), at their meeting held on 5 February 2018 approved the appointment of Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy as an Additional Independent Director(s) on the Board of the Company and accordingly, in terms of the provisions of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013 (“Act”), holds office up to the date of the forthcoming Annual General Meeting of the Company.

The brief profile(s) of Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy are given in the annexure to the Notice.

Members are requested to note that the Company has received a declaration from Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy stating that they meet the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and that they are not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act.

Members are requested to note that in terms of Section 178 of the Act, terms of reference of NRC, RBI Directions and Policy on Selection Criteria / “Fit & Proper” Person Criteria of the Company, NRC at their meeting held on 5 February 2018 assessed and confirmed the eligibility and “fit & proper” person status for Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy, respectively, based on the information, declarations, disclosures and undertakings provided by them.

Members are further requested to note that the Company has received notice(s) in writing along with the requisite amount in terms of the provisions of Section 160 of the Act from Member proposing the candidature of Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy as Director(s) on the Board of the Company.

Members are requested to note that it is proposed to appoint Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy as an Independent Director(s) on the Board of the Company, each, for a term of 5 years commencing from 5 February 2018 to 4 February 2023.

In the opinion of the Board, the proposed appointment(s) of Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy as Independent Director(s), fulfills the conditions specified in the Act and the LODR Regulations and are independent of the management.

The Board of Directors is of the opinion that the proposed Independent Director(s) possesses requisite skills, experience and knowledge relevant to the Company’s business and

it would be in the interest of the Company to have their association with the Company as an Independent Director(s).

Members are requested to note that in terms of Section 150 and Schedule IV of the Act, the appointment of Independent Directors is subject to the approval by the Members of the Company.

The Board recommends the resolution(s) set out at Item No. 3, Item No. 4 and Item No. 5 of the Notice to the Members for their consideration and approval, by way of an Ordinary Resolution(s).

Except Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution(s) set out at Item No. 3, Item No. 4 and Item No. 5 of the Notice.

Item No. 6

Members are requested to note that the Board of Directors of the Company at their meeting held on 5 February 2018 considered and approved issue of such number of Equity Shares of face value of INR 10/- (Rupees Ten) each, up to an aggregate value of INR 7,000 million (Rupees Seven Thousand million), pursuant to a fresh issue (the “**Fresh Issue**”) out of the Authorised Share Capital of the Company together with an offer for sale by Indostar Capital, Promoter (“the **Promoter Selling Shareholder**”) and certain other existing shareholders of the Company, of up to 20 million (Twenty million) Equity Shares held by them which are eligible for offer for sale in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**ICDR Regulations**”) (the “**Offer for Sale**” and the Offer for Sale together with the Fresh Issue, the “**Offer**” or the “**IPO**”) at a price to be determined in accordance with Book Building Process under the ICDR Regulations.

Members are requested to note that the Company proposes to utilise the proceeds from the IPO towards augmenting its capital base to meet future capital requirements. We believe that listing will enhance our brand name and provide liquidity to our existing shareholders, including our employees who have been allotted Equity Shares under ESOP Plans and who may be granted stock options under ESOP Plans. The listing will also provide a public market for our Equity Shares.

Members are requested to note that the Company has received approval from the Reserve Bank of India in terms of Paragraph 64(b) of the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 for the IPO.

Members are requested to note that in terms of Section 62(1)(c) of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 any issue of equity shares which



are offered to the persons who may or may not be the existing shareholders of the Company, requires the approval of the shareholders of the Company by way of a Special Resolution. Accordingly, approval of the Members of the Company is sought in terms of Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed IPO.

The Board recommends the resolution set out at Item No. 6 in the Notice to the Members for their consideration and approval by way of a Special Resolution.

Except to the extent of the Equity Shares offered under Offer for Sale or subscribed under Fresh Issue, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

Registered & Corporate Office:

One Indiabulls Center, 20th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013
CIN: U65100MH2009PLC268160
Website: www.indostarcapital.com
e-mail: icf.legal@indostarcapital.com
Tel: +91 22 43157000; Fax: +91 22 43157010

Place: Mumbai

Date: 5 February 2018

By the Order of the Board of Directors
For **IndoStar Capital Finance Limited**

Jitendra Bhati
VP – Compliance & Secretarial
Membership No.: FCS 8937

ANNEXURE TO NOTICE DATED 5 FEBRUARY 2018
Profile of Director(s) seeking appointment as an Independent Director(s) of the Company

Name of the Director	Mr. Dinesh Kumar Mehrotra	Mr. Hemant Kaul	Ms. Naina Krishna Murthy
Date of Birth Age	05 May 1953 Age: 64 Years	23 February 1956 Age: 61 Years	15 September 1971 Age: 46 Years
Date of Appointment on the Board	5 February 2018	5 February 2018	5 February 2018
Qualifications	B.Sc. (Honours)	B. Sc (Hons) & MBA from Rajasthan University	B.A and LLB (Hons) from National Law School of India
Experience	Over 30 years of experience in insurance and financial services industry	Several years of experience in the fields of Banking and Insurance industry	Nearly two decades of experience in the field of law and is the founder of Indian law firm K Law.
Shareholding in the Company	Nil	Nil	Nil
Number of Board Meeting attended during the last year	Not Applicable	Not Applicable	Not Applicable
Relationship with other Directors / Managers / KMP	Not related	Not related	Not related
Directorships held in other Companies	<ul style="list-style-type: none"> - Tata Steel Limited - V L S Finance Limited - West End Housing Finance Limited - UTI Asset Management Company Limited - Metropolitan Stock Exchange of India 	<ul style="list-style-type: none"> - Transcorp International Limited - Lakshmi Vilas Bank Limited - TCI Finance Limited - Ashiana Housing Limited - Aspire Home Finance Corporation Limited 	<ul style="list-style-type: none"> - National Commodity and Derivatives Exchange Limited - NSDL Payments Bank Limited



	Limited - Tata AIA Life Insurance Company Limited - CAMS Insurance Repository Services Limited - Indian Energy Exchange Limited - Computer Age Management Services Private Limited	- Ashish Securities Private Limited - Social Worth Technologies Private Limited - Medinfi Healthcare Private Limited - Egis Healthcare Services Private Limited	
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Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

ATTENDANCE SLIP

Registered Folio / DP ID and Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I / We hereby record my / our presence at an EXTRAORDINARY GENERAL MEETING of the Company held on Wednesday, 7 February 2018 at 11:00 a.m. at shorter notice, at One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013.

Member's Folio / DP ID- Client ID No.	Member's / Proxy's / Authorised Representative's	Member's / Proxy's / Authorised Representative's



	name in Block Letters	Signature
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NOTE:

Please complete the Folio / DP ID-Client ID No. and name of the Member / Proxy / Authorised Representative, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Extraordinary General Meeting Venue.



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Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):
Registered Address:
E-mail Id:
Folio No./ Client ID No.:
DP ID :

I / We, being the member(s) holding shares of the above named Company, hereby appoint:

- Name: Address:.....
 E-mail Id: Signature: or failing him:
- Name: Address:.....
 E-mail Id:..... Signature:.....

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, 7 February 2018 at 11:00 a.m. at shorter notice, at One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Businesses
1.	Increase in Authorised Share Capital of the Company and consequent alteration to Clause V(a) of the Memorandum of Association of the Company
2.	Adoption of new set of Articles of Association
3.	Appointment of Mr. Dinesh Kumar Mehrotra (DIN:00142711) as an Independent Director of the Company
4.	Appointment of Mr. Hemant Kaul (DIN:00551588) as an Independent Director of the Company
5.	Appointment of Ms. Naina Krishna Murthy (DIN:01216114) as an Independent Director of the Company
6.	Initial Public Offering of the Equity Shares of the Company

Signed this day of 2018

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013 not less than FORTY-EIGHT HOURS (48 Hrs) before the commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.

